

CORPORATE

CORPORATION INFORMATION SERVICES

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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-02/20/96--01001--013
****122.50 ****122.50

CIS Acct. # 057864

CIS Order #

AUTHORIZATION #072100000032

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROFESSIONAL AUTO
(Corporation Name) (Document #)
2. LEASING & FLORIDA, INC.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



Walk in



Pick up time _____



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

RECEIVED
95 FEB 19 PM 3:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
96 FEB 19 AM 10:18
SECRETARY OF STATE

T. BROWN FEB 20 1996

Examiner's Initials

ARTICLES OF INCORPORATION
OF
PROFESSIONAL AUTO LEASING OF FLORIDA, INC.
A NEW FLORIDA CORPORATION

FILED
96 FEB 19 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: PROFESSIONAL AUTO LEASING OF FLORIDA, INC., a new Florida corporation. The mailing and business address of the corporation is: 1460 Golden Gate Parkway, Suite 110, Naples, FL 33942.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares

of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation. Shares shall consist of one class only.

ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The street address of the initial registered office of this corporation is 985 N. Collier Blvd., Marco Island, Florida 33937 and the name of its initial Resident Agent is Ronald S. Webster.

ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VIII

The initial subscribers, incorporators and officers are:

GERALD M. ABRAHAM
1460 Golden Gate Parkway
Suite 110
Naples, FL 33942

President,
Subscriber and
Shareholder

THOMAS E. BUTZ
1460 Golden Gate Parkway
Suite 110
Naples, FL 33942

Vice-President
Subscriber and

ANNE L. BUTZ
1460 Golden Gate Parkway
Suite 110
Naples, FL 33942

Secretary, Treasurer
Subscriber and
Shareholder

ARTICLE IX

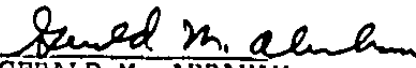
The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholders before sale to a third person.

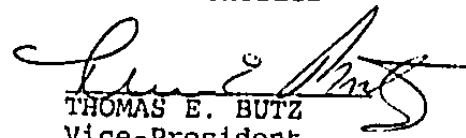
ARTICLE X


These Articles may be amended only by unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-Laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.


GERALD M. ABRAHAM
President, Subscriber
and Shareholder


THOMAS E. BUTZ
Vice-President,
Subscriber


ANNE L. BUTZ
Secretary, Treasurer
Subscriber and
Shareholder

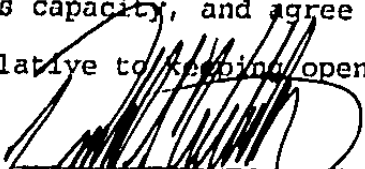
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48,901, Florida Statutes, the
following is submitted, in compliance with said act.

First---That PROFESSIONAL AUTO LEASING OF FLORIDA
INC., a new Florida corporation, desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at Naples, County of
Collier, State of Florida, has named Ronald S. Webster with
offices located at 985 N. Collier Blvd., Marco Island, FL 33937
County of Collier, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.


RONALD S. WEBSTER
Resident Agent

FILED
96 FEB 19 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA